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11 *Counsel for Plaintiff*

12 UNITED STATES DISTRICT COURT  
13 FOR THE DISTRICT OF NEVADA

14 MORRIS AKERMAN, Individually and  
15 On Behalf of All Others Similarly Situated,

16 Plaintiff,

17 v.

18 INUVO, INC., RICHARD HOWE, G.  
19 KENT BURNETT, PAUL L. FOSTER,  
GORDON CAMERON, CHARLES  
20 MORGAN, and PATRICK TERRELL,

21 Defendants.  
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Case No.: 2:18-cv-2407

**STIPULATION OF DISMISSAL AND**  
**[PROPOSED] ORDER**

1 WHEREAS, Plaintiff filed the above-captioned action (the “Action”) challenging the  
2 disclosures made in the Form S-4 Registration Statement (the “Registration Statement”) filed with  
3 the United States Securities and Exchange Commission (the “SEC”), on or around December 17,  
4 2018, in connection with the proposed acquisition of acquisition of Inuvo, Inc. (“Inuvo”) by  
5 ConversionPoint Technologies Inc. and its subsidiaries (collectively, “ConversionPoint”),  
6 pursuant to an Agreement and Plan of Merger dated November 2, 2018 (the “Transaction”);

7 WHEREAS, the Action asserts claims for violations of Sections 14(a) and 20(a) of the  
8 Securities Exchange Act of 1934 (the “1934 Act”);

9 WHEREAS, on March 15, 2019, Defendants filed a Form S-4/A Registration Statement  
10 (the “Amended Registration Statement”) with the SEC in connection with the Transaction;

11 WHEREAS, the Amended Registration Statement includes certain supplemental  
12 disclosures (the “Supplemental Disclosures”), the omission of which Plaintiff alleges caused the  
13 Registration Statement to contravene the 1934 Act;

14 WHEREAS, Plaintiff believes that the Supplemental Disclosures have substantially, if not  
15 entirely, mooted his claims in the Action regarding the adequacy of disclosure (the “Mooted  
16 Claims”) and, as a result, Plaintiff intends to dismiss the Action except, as stipulated below, with  
17 prejudice as to himself, and without prejudice as to the members of the putative class;

18 WHEREAS, Plaintiff intends to seek an award of attorney’s fees and reimbursement of  
19 expenses in connection with the Mooted Claims (the “Fee and Expense Request”);

20 WHEREAS, Defendants reserve all rights, arguments, and defenses, including the right to  
21 oppose any potential Fee and Expense Request;

22 WHEREAS, no class has been certified in the Action and no motion for class certification  
23 has been filed;

24 WHEREAS, for the avoidance of doubt, no compensation in any form has passed directly  
25 or indirectly to Plaintiff or his attorneys and no promise, understanding, or agreement to give any  
26 such compensation has been made, nor have the parties had any discussions concerning the  
27 amount of any mootness Fee and Expense Request or award;

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1 WHEREAS, Defendants have denied and continue to deny any wrongdoing and contend  
2 that no claim asserted in the Action was ever meritorious, and further assert that this Action should  
3 have been dismissed or stayed in deference to the first-filed action raising substantially similar  
4 claims in the U.S. District Court for the District of Delaware ;

5 WHEREAS, Plaintiff does not concede or admit a lack of merit in any of his claims;

6 NOW, THEREFORE, upon consent of the parties and subject to the approval of the Court,  
7 IT IS HEREBY STIPULATED AND AGREED, this 20<sup>th</sup> day of March, 2019 that:

8 The Action, except with respect to a Fee and Expense Request, is dismissed in its entirety  
9 with prejudice as to Plaintiff only and without prejudice as to the members of any putative class.

10 Because the dismissal is with prejudice as to Plaintiff only, and not on behalf of a putative  
11 class, notice of this dismissal is not required.

12 The Court retains jurisdiction of the Action solely for the purpose of determining any  
13 application by Plaintiff in connection with his Fee and Expense Request, if the parties are unable  
14 to agree upon the same.

15 This Stipulation and Order are entered without prejudice to any right, position, claim or  
16 defense any party may assert with respect to the Fee and Expense Request, which includes  
17 defendants' right to oppose the Fee and Expense Request.

18 To the extent that the parties are unable to reach an agreement concerning the Fee and  
19 Expense Request, they may contact the Court regarding a schedule and hearing to present such  
20 application to the Court.


21 If the parties reach an agreement concerning the Fee and Expense Request, they will notify  
22 the Court by filing a Rule 41 dismissal. Upon such notification, the Court will close the Action.

23 IT IS SO ORDERED:

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RICHARD F. BOULWARE, II  
UNITED STATES DISTRICT JUDGE

DATED this 21st day of March, 2019.

1 DATED: March 20, 2019

Respectfully Submitted,

2 **WETHERALL GROUP, LTD**

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